## TAKU GOLD CORP.



8th Floor, 100 University Avenue Toronto, Ontario M5J 2Y1 www.computershare.com

**Security Class** 

**Holder Account Number** 

Fold

Fold

# Form of Proxy - Annual General and Special Meeting to be held on Wednesday, August 27, 2014

## This Form of Proxy is solicited by and on behalf of Management.

### Notes to proxy

- 1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
- 2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy.
- 3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
- 4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
- 5. The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management.
- 6. The securities represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
- 7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.
- 8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

Proxies submitted must be received by 11:00 AM, Pacific Daylight Time, on Monday, August 25, 2014.

### **VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!**



#### To Vote Using the Telephone

Call the number listed BELOW from a touch tone telephone.

1-866-732-VOTE (8683) Toll Free



#### To Vote Using the Internet

- Go to the following web site: www.investorvote.com
- Smartphone? Scan the QR code to vote now.



#### If you vote by telephone or the Internet, DO NOT mail back this proxy.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.

Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the Management nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.

### CONTROL NUMBER

|--|

| _ | 1 |  |
|---|---|--|
|   | ı |  |
|   |   |  |

Fold

Fold

## **Appointment of Proxyholder**

I/We, being holder(s) of Taku Gold Corp. hereby appoint: Steve Smith, a Director of the Company, or failing him, Patricia Wilson, a Director of the Company, or failing her, Mike Gillis,

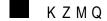
OR

Print the name of the person you are appointing if this person is someone other than the Chairman of the Meeting.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Annual General and Special Meeting of shareholders of Taku Gold Corp. to be held at Suite # 608 – 409 Granville Street, Vancouver, B.C., on Wednesday, August 27, 2014 at 11:00 AM, Pacific Daylight Time, and at any adjournment or postponement thereof.

| VOTING RECOMMENDATIONS AR  | E INDICATE | D BY <mark>HIGHI</mark> | IGHTED TEXT OVER THE BOXE  | :S.                 |                     |                          | For | Against  |
|--|------------|-------------------------|--|---------------------|---------------------|--------------------------|-----|----------|
| Number of Directors     To set the number of Directors at  | five (5).  |                         |  |                     |                     |                          |     |          |
| 2. Election of Directors   | For        | Withhold                |  | For W               | Vithhold            |                          | For | Withhold |
| 01. Steve Smith  |            |                         | 02. Patricia Wilson  |                     | 03. Mar             | k Fekete                 |     |          |
| 04. Zachery Dingsdale  |            |                         | 05. M. Bilal Bhamji  |                     |                     |                          |     |          |
|  |            |                         |  |                     |                     |                          | For | Withhold |
| 3. <b>Appointment of Auditors</b> Appointment of De Visser Gray L their remuneration.  | LP, Charte | red Accoun              | tants, as Auditors of the Comp   | any for the ensuing | year and authoriz   | ing the Directors to fix |     |          |
|  |            |                         |  |                     |                     |                          | For | Against  |
| 4. Incentive Stock Option Plan<br>To ratify and approve Company's  | existing 1 | 0% rolling Ir           | ncentive Stock Option Plan.  |                     |                     |                          |     |          |
|  |            |                         |  |                     |                     |                          | For | Against  |
| 5. <b>Share Consolidation</b> To consolidate the Company's iss shares.   | sued share | s, by Specia            | al Resolution, on the basis of c   | ne (1) new common   | n share for up to t | en (10) old common       |     |          |
| Authorized Signature(s) - Thinstructions to be executed.   | is sectio  | n must be               | completed for your   | Signature(s)        |                     | Date                     |     |          |
| I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, this Proxy will be voted as recommended by Management. |            |                         | DD.  |                     | and head            |                          |     |          |
| Interim Financial Statements - Mark this like to receive Interim Financial Statements accompanying Management's Discussion   | and        |                         | Annual Financial Statements - Milke to receive the Annual Financial accompanying Management's Disc | Statements and      |                     |                          |     |          |

If you are not mailing back your proxy, you may register online to receive the above financial report(s) by mail at www.computershare.com/mailinglist.



191693

A R 1

